

**Board of Governors  
Minutes of an In Camera Meeting  
held on Thursday, May 28, 2020  
beginning at 5:42 pm in the Board Room  
and via Zoom Teleconferencing**

**CONFIDENTIALITY LIFTED  
by the Langara College Board  
at an In-Camera Board Meeting  
held Thursday, June 25, 2020**

**Present:** Mary Lynn Baum  
Darren Bernaerd  
Krisha Dhaliwal  
Janelle Dwyer  
Andy Dhillon  
Michal Jaworski

Raza Mirani  
Ian Mass, Board Chair  
Rose Palozzi  
Melissa Roberts  
Lane Trotter, President

**Regrets:** Savita Rani

**Employee Resources:** Margaret Heldman, Acting Vice-President, Academic  
Jane Mason, Vice-President, People and Culture  
Viktor Sokha, Vice-President, Administration and Finance  
Yusuf Varachia, Vice-President, External Development

**Guest(s):** Chris Arnold Forster, Director, Risk and Internal Controls  
David Edinger, Partner, Singleton Urquhart Reynolds Vogel LLP

**Recorder:** Diana Falcon, Executive Assistant to the Board of Governors

**1. MUSQUEAM LAND ACKNOWLEDGMENT**

The Board Chair delivered the following acknowledgement that Langara College rests on the land of the Musqueam peoples:

*I would like to acknowledge the unceded territory of the hə́əmi'ə" (hun ga mi num) speaking xʷməθkʷəy'əm (Musqueam), on which Langara College is located.*

**2. CALL TO ORDER**

There being a Quorum present, the Board Chair called the meeting to order at 5:42 p.m. He conveyed regrets from those unable to attend.

The Board Chair asked if there were any objections with Chris Arnold Forster, Director, Organizational Risk and Internal Controls, and David Edinger, legal counsel, attending for Items 6.2.a and 7.1. There were no objections.

**3. DISCLOSURE OF CONFLICT OF INTEREST**

In accordance with *Board By-Law 200: Code of Conduct and Conflict of Interest*, Board Members were provided an opportunity to disclose conflicts of interest for any agenda item that would relate to the ongoing business of the institution. D. Bernaerd asked if he would have a potential conflict of interest with Item 5. COVID Labour Relations Update. L. Trotter advised that he would not have a conflict. With no other conflicts disclosed, the Board Chair proceeded with the meeting.

**4. APPROVAL OF AGENDA/CONSENT AGENDA**

It was moved by K. Dhaliwal and seconded by ML Baum

**THAT, the Langara College Board approve the agenda and approve/acknowledge the following items on the consent agenda:**

- 4.1 Minutes of In-Camera Board Meeting held March 26, 2020 - Approved**
- 4.2 Audit and Finance Committee - Acknowledged**
  - a. Draft Minutes of AFC In-Camera Meeting held May 14, 2020**
  - b. CCTV Camera Update**

**5. PRESIDENT'S VERBAL REPORT**

- **COVID Labour Relations Update**

L. Trotter highlighted a circumstance that occurred when the College had to move to online learning as a result of COVID.

**6. COMMITTEE REPORTS**

**6.1 Governance and Nominating Committee**

**A. Board Assessments**

- a. Langara Board Assessment dated March 24, 2020 - Summary Report**
- b. Langara Board Assessment dated March 24, 2020 (BAT)**
- c. Langara Board Assessment dated March 13, 2020 (BAT) - Comparison 2020 vs 2019**
- d. Langara Board Self-Assessment Composite dated March 10, 2020**
- e. Langara Board Audit and Finance Committee Assessment dated March 10, 2020**
- f. Langara Board Governance and Nominating Committee Assessment dated March 10, 2020**

Due to N. Tsangarakis' delay in joining the meeting when this item was presented, the Board agreed to present the next item until he was available.

[It was noted that N. Tsangarakis joined the meeting at 6:25 p.m.]

N. Tsangarakis from Kwela provided a quick summary of results from each report. He noted that the Stakeholder Board Assessment Tool (SBAT) is not included as it is completed every two years and will be administered in 2021. He highlighted the "difference score interpretation guidelines" that identifies the difference between importance and extent. The difference scores highlight the lowest rated and highest rated performance scores. Two open-ended questions summarize the trends identified in the comments. The summary is that the Board is performing well; constituent group representatives see some room for improvement; there is an opportunity to improve communication with stakeholders; and the committees are performing strongly.

The Board thanked Nic for his overview of the assessment reports.

[It was noted that N Tsangarakis left the meeting at 6:39 p.m.]

I. Mass advised that a set of goals was prepared for the Board and the Board Chair last year. He noted that the GNC and AFC have a requirement to set annual goals but the Board does not. Last year the Board and Board Chair voluntarily drafted goals, which reflects good practice. I. Mass advised that he will develop a draft set of goals for 2020-21 to be presented at the June Board meeting.

**B. GNC Annual Plan 2020-21**

J. Dwyer highlighted the GNC Annual Plan for 2020-2021 attached to the agenda and thanked the GNC for the sharing of work that is performed by each member.

It was moved by J. Dwyer and seconded by M. Jaworski

**THAT, the Governance and Nominating Committee (GNC) Annual Plan dated July 1, 2020 - June 3, 2021 be accepted for implementation by the GNC.**

**Carried Unanimously.**

**6.2 Audit and Finance Committee**

**A. 2021 Risk Register**

C. Arnold-Forster presented the Risk Register for 2021 noting that it focuses on the strategic risks of the College that could negatively affect the ability to execute the strategy of the College. He highlighted the relative progression of risks from prior years and how things have changed.

Discussion ensued and Board members questions were answered.

The Board commended Chris on the incredible job he has done of taking an enormous amount of data and breaking it down into something that is readable and understandable by interviewing and collecting information from leaders on campus and distilling this into a manageable format that generates the summary.

It was moved by R. Mirani and seconded by K. Dhaliwal

**THAT, the Board accept the 2020-21 Risk Register.**

**Carried Unanimously.**

**B. Audit and Finance Committee Annual Plan 2020-21**

A. Dhillon highlighted the Audit and Finance Committee Annual Plan 2020-21 attached to the agenda. He advised that the annual plan is developed in accordance with Item 3.3 of By-law 207 and outlines the responsibilities and priorities of the Audit and Finance Committee.

It was moved by A. Dhillon and seconded by J. Dwyer  
**THAT, the Board approve the Audit and Finance  
Committee 2020-21 Work Plan.**

**Carried Unanimously.**

**7. FOR INFORMATION/DISCUSSION**

**7.1 Redacted**

Due to the confidentiality of this item, it has been redacted from these minutes.

**8. LIFTING OF CONFIDENTIALITY**

It was moved by M. Jaworski and seconded by J. Dwyer  
**THAT, confidentiality be lifted on the Minutes of the In-Camera  
Meeting held March 26, 2020, except where it relates to ERP and Risk.**

**Carried Unanimously.**

**9. CONCLUSION**

With no further business, the meeting concluded at 7:01 p.m.